

Presentment Date: September 3, 2013 at 12:00 p.m. EDT
Objection Deadline: September 3, 2013 at 11:30 a.m. EDT

Hearing Date: If objections filed
September 11, 2013 at 9:30 a.m. EDT

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-and-

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Proposed Counsel to the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
:
CENGAGE LEARNING, INC, *et al.*,¹ : Case No. 13-44106 (ESS)
: Case No. 13-44105 (ESS)
: Case No. 13-44107 (ESS)
: Case No. 13-44108 (ESS)
:
Debtors. : Jointly Administered
-----X

**AMENDED NOTICE OF PRESENTMENT OF
APPLICATION FOR AN ORDER AUTHORIZING EMPLOYMENT
AND RETENTION OF ARENT FOX LLP AS ATTORNEYS FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC***

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, include: Cengage Learning, Inc. (4491); Cengage Learning Acquisitions, Inc. (0935); Cengage Learnings Holdings II, L.P. (5675); and Cengage Learning Holdco, Inc. (0831). The Debtors' service address at their corporate headquarters is 200 First Stamford Place, 4th Floor, Stamford, Connecticut 06902.

PLEASE TAKE NOTICE that the Application of the Official Committee of Unsecured Creditors (“Committee”) for an Order Authorizing Employment and Retention of Arent Fox LLP as Attorneys for the Official Committee of Unsecured Creditors *Nunc Pro Tunc* (“Application”) shall be presented to the Honorable Elizabeth S. Stong, United States Bankruptcy Court (the “Bankruptcy Court”), Eastern District of New York, Conrad B. Duberstein Courthouse, 271 Cadman Plaza East, Brooklyn, New York 11201-1800, on **September 3, 2013 at 12:00 p.m. EDT**, unless a party in interest objects.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be in writing, shall state with particularity the grounds therefor and shall be filed with the Clerk of the Bankruptcy Court (with a courtesy copy delivered to Judge Stong’s Chambers) and served upon the undersigned proposed counsel for the Committee, Arent Fox LLP, 1675 Broadway, New York, New York 10019 (Attn: Andrew I. Silfen, Esq.) so as to be filed and actually received no later than **September 3, 2013 at 11:30 a.m. EDT** (the “Objection Deadline”). Unless objections are received by that time the Application may be approved.

PLEASE TAKE FURTHER NOTICE that if any objections to the Application are timely filed, served, and received, a hearing to consider the Application will be held before the Honorable Elizabeth S. Stong, United States Bankruptcy Court, Eastern District of New York, Conrad B. Duberstein Courthouse, 271 Cadman Plaza East, Courtroom 3585, Brooklyn, New York 11201-1800 on **September 11, 2013 at 9:30 a.m. EDT**.

Dated: New York, New York
August 26, 2013

ARENT FOX LLP

*Proposed Counsel to the Official Committee of
Unsecured Creditors*

By: /s/ Andrew I. Silfen

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